

RECORDATION NO. 28010-C FILED

OCT 08 '09 -3 15 PM

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ELIAS C. ALVORD (1947)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

October 8, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of October 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The name and address of the party to the enclosed document are:

Secured Party: Barclays Bank PLC, as Collateral Agent
745 Seventh Avenue
New York, New York 10019

[Grantors. The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc
C I T. Leasing Corporation
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039]

Anne K. Quinlan, Esq
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A description of the railroad equipment covered by the enclosed document is:

315 railcars within the series TCMX 152549 - TCMX 152637 and USBX 488809 - USBX 489140 as more particularly set forth in the equipment schedule attached to the document

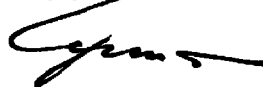
A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem
Enclosures

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

The undersigned, BARCLAYS BANK PLC, as Administrative Agent and the Collateral Agent (as defined in the Security Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Amended and Restated Collateral Agreement, dated as of July 29, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor administrative agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, Memoranda of which were recorded with the Surface Transportation Board under Recordation Nos. 28010 and 28010-A.

This Instrument shall be governed by, and construed in accordance with, the law of the State of New York

THIS INSTRUMENT is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Security Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment. Except as provided above, the Collateral Documents as defined in the Credit Agreement remain in full force and effect. Nothing contained in this instrument will be construed as a release, waiver or amendment of any provision of any Collateral Document as defined in the Credit Agreement other than as expressly provided above.

[Signature pages follow]

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U.S. DEPARTMENT OF TRANSPORTATION BOARD

BARCLAYS BANK PLC,
as Collateral Agent

By: Ann E. Sutton

Name: Ann E. Sutton

Title: Vice President

STATE OF)
COUNTY OF) ss.

On this 1ST day of OCTOBER, 2009, before me, the undersigned Notary Public, personally appeared ANN E. SUTTON, personally known to me to be the person who executed the within instrument as the VICE PRESIDENT of BARCLAYS BANK PLC, and acknowledged to me that the corporation executed it.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Toni Braga
NOTARY PUBLIC

My Commission Expires:

TONI BRAGA
Notary Public State of New York
Qualified in Queens County
01BR6116475
Comm. Exp: 10/04/2012

Exhibit A

<u>Car Initial</u>	<u>Car Number</u>	<u>Car Initial</u>	<u>Car Number</u>	<u>Car Initial</u>	<u>Car Number</u>
TCMX	152549	TCMX	152623	USBX	488872
TCMX	152550	TCMX	152624	USBX	488874
TCMX	152551	TCMX	152625	USBX	488876
TCMX	152552	TCMX	152626	USBX	488877
TCMX	152554	TCMX	152627	USBX	488878
TCMX	152555	TCMX	152628	USBX	488879
TCMX	152556	TCMX	152629	USBX	488880
TCMX	152557	TCMX	152630	USBX	488881
TCMX	152558	TCMX	152631	USBX	488882
TCMX	152559	TCMX	152632	USBX	488883
TCMX	152561	TCMX	152637	USBX	488884
TCMX	152562	USBX	488809	USBX	488885
TCMX	152563	USBX	488810	USBX	488886
TCMX	152564	USBX	488811	USBX	488887
TCMX	152566	USBX	488815	USBX	488888
TCMX	152567	USBX	488817	USBX	488890
TCMX	152570	USBX	488818	USBX	488891
TCMX	152571	USBX	488819	USBX	488892
TCMX	152572	USBX	488820	USBX	488894
TCMX	152573	USBX	488822	USBX	488895
TCMX	152574	USBX	488823	USBX	488896
TCMX	152575	USBX	488824	USBX	488897
TCMX	152576	USBX	488826	USBX	488898
TCMX	152578	USBX	488827	USBX	488899
TCMX	152579	USBX	488828	USBX	488900
TCMX	152580	USBX	488829	USBX	488901
TCMX	152581	USBX	488830	USBX	488902
TCMX	152582	USBX	488831	USBX	488903
TCMX	152584	USBX	488832	USBX	488904
TCMX	152585	USBX	488834	USBX	488905
TCMX	152586	USBX	488835	USBX	488906
TCMX	152587	USBX	488836	USBX	488907
TCMX	152588	USBX	488837	USBX	488908
TCMX	152589	USBX	488838	USBX	488909
TCMX	152590	USBX	488839	USBX	488910
TCMX	152591	USBX	488840	USBX	488911
TCMX	152592	USBX	488841	USBX	488912
TCMX	152593	USBX	488842	USBX	488915
TCMX	152596	USBX	488843	USBX	488916
TCMX	152597	USBX	488844	USBX	488917
TCMX	152598	USBX	488847	USBX	488918
TCMX	152599	USBX	488849	USBX	488919
TCMX	152600	USBX	488850	USBX	488920
TCMX	152602	USBX	488851	USBX	488921
TCMX	152603	USBX	488853	USBX	488923
TCMX	152604	USBX	488854	USBX	488924
TCMX	152605	USBX	488855	USBX	488925
TCMX	152606	USBX	488856	USBX	488926
TCMX	152609	USBX	488858	USBX	488927
TCMX	152610	USBX	488859	USBX	488928
TCMX	152611	USBX	488861	USBX	488929
TCMX	152612	USBX	488862	USBX	488930
TCMX	152613	USBX	488863	USBX	488931
TCMX	152615	USBX	488864	USBX	488932
TCMX	152616	USBX	488866	USBX	488933
TCMX	152617	USBX	488867	USBX	488934
TCMX	152619	USBX	488868	USBX	488935
TCMX	152621	USBX	488869	USBX	488936
TCMX	152622	USBX	488870	USBX	488937

Car Initial **Car Number**

USBX 488940
USBX 488941
USBX 488942
USBX 488943
USBX 488944
USBX 488945
USBX 488946
USBX 488947
USBX 488951
USBX 488952
USBX 488953
USBX 488955
USBX 488957
USBX 488958
USBX 488959
USBX 488960
USBX 488961
USBX 488962
USBX 488963
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USBX 488970
USBX 488971
USBX 488972
USBX 488974
USBX 488975
USBX 488977
USBX 488978
USBX 488979
USBX 488980
USBX 488981
USBX 488982
USBX 488986
USBX 488987
USBX 488988
USBX 488990
USBX 488992
USBX 488993
USBX 488994
USBX 488995
USBX 488996
USBX 488997
USBX 488999
USBX 489000
USBX 489001
USBX 489002
USBX 489003
USBX 489004
USBX 489005
USBX 489006
USBX 489007
USBX 489008
USBX 489009
USBX 489010
USBX 489011
USBX 489012
USBX 489013

Car Initial **Car Number**

USBX 489014
USBX 489015
USBX 489016
USBX 489017
USBX 489018
USBX 489019
USBX 489020
USBX 489021
USBX 489022
USBX 489024
USBX 489025
USBX 489028
USBX 489029
USBX 489030
USBX 489031
USBX 489032
USBX 489033
USBX 489034
USBX 489035
USBX 489036
USBX 489037
USBX 489038
USBX 489039
USBX 489040
USBX 489041
USBX 489042
USBX 489045
USBX 489046
USBX 489047
USBX 489048
USBX 489049
USBX 489050
USBX 489051
USBX 489052
USBX 489053
USBX 489054
USBX 489055
USBX 489057
USBX 489058
USBX 489091
USBX 489092
USBX 489093
USBX 489094
USBX 489095
USBX 489096
USBX 489097
USBX 489098
USBX 489101
USBX 489102
USBX 489103
USBX 489104
USBX 489106
USBX 489107
USBX 489109
USBX 489111
USBX 489112
USBX 489113
USBX 489114
USBX 489116
USBX 489118

Car Initial **Car Number**

USBX 489119
USBX 489120
USBX 489121
USBX 489122
USBX 489123
USBX 489124
USBX 489126
USBX 489127
USBX 489129
USBX 489130
USBX 489131
USBX 489132
USBX 489133
USBX 489134
USBX 489135
USBX 489136
USBX 489139
USBX 489140

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

10/8/09



Robert W Alvord